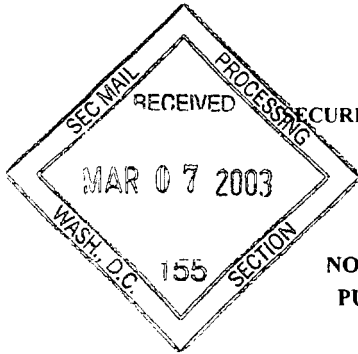


FORM D



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

## OMB APPROVAL

OMB Number: 3235-0076  
Expires: May 31, 2005  
Estimated average burden  
hours per response: 16.00

## SEC USE ONLY

Prefix Serial

## DATE RECEIVED

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)

Series E Preferred Stock Financing

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)

NextNet Wireless, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

9555 James Avenue South, Bloomington, MN 55431

Telephone Number (Including Area Code)

(952) 929-4008

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Developer of broadband wireless access systems

Type of Business Organization

[X] corporation [ ] limited partnership, already formed [ ] other (please specify):  
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year  
[0]1 [9]8

[X] Actual [ ] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [D]E

PROCESSED

MAR 13 2003

THOMSON  
FINANCIAL

## GENERAL INSTRUCTIONS

## Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. (d)(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

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Check Box(es) that Apply:      ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

**Kelnhofner, Guy**

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Business or Residence Address (Number and Street, City, State, Zip Code)

**9555 James Avenue South, Bloomington, MN 55431**

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Check Box(es) that Apply:      ☐ Promoter   ☐ Beneficial Owner   ☒ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Costello, Joseph**

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Business or Residence Address (Number and Street, City, State, Zip Code)

**9555 James Avenue South, Bloomington, MN 55431**

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Check Box(es) that Apply:      ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Kelman, Vladimir**

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Business or Residence Address (Number and Street, City, State, Zip Code)

**9555 James Avenue South, Bloomington, MN 55431**

---

Check Box(es) that Apply:      ☐ Promoter   ☐ Beneficial Owner   ☐ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Doll, Dixon**

---

Business or Residence Address (Number and Street, City, State, Zip Code)

**9555 James Avenue South, Bloomington, MN 55431**

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Check Box(es) that Apply:      ☐ Promoter   ☐ Beneficial Owner   ☐ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Schiffman, Barry**

---

Business or Residence Address (Number and Street, City, State, Zip Code)

**9555 James Avenue South, Bloomington, MN 55431**

---

Check Box(es) that Apply:      ☐ Promoter   ☐ Beneficial Owner   ☐ Executive Officer   ☒ Director   ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Green, Donald**

---

Business or Residence Address (Number and Street, City, State, Zip Code)

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Check Box(es) that Apply:      ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

---

Full Name (Last name first, if individual)

**Doll Capital**

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Business or Residence Address (Number and Street, City, State, Zip Code)

**3000 Sand Hill Road, Building 3, Suite 225, Menlo Park, CA 94025**

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Check Box(es) that Apply:      ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

**JAFCO America Ventures**

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Business or Residence Address (Number and Street, City, State, Zip Code)

**505 Hamilton Avenue, Suite 310, Palo Alto, CA 94301**

Check Box(es) that Apply:      ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Zamba, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3033 Excelsior Blvd., Suite 200, Minneapolis, MN 55416**

Check Box(es) that Apply:      ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Muse, Ralph**

Business or Residence Address (Number and Street, City, State, Zip Code)

**16 Sarah Nash Court, Dallas, TX 75225**

Check Box(es) that Apply:      ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Mills, Wayne**

Business or Residence Address (Number and Street, City, State, Zip Code)

**5020 Blake Road S., Edina, MN 55436**

Check Box(es) that Apply:      ☐ Promoter   ☒ Beneficial Owner   ☐ Executive Officer   ☐ Director   ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**NLOS, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1133 21<sup>st</sup> St. NW, 8<sup>th</sup> Floor, Washington D.C. 20036**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$ N/A

3. Does the offering permit joint ownership of a single unit? ..... Yes No  
[X] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

None

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

\*The remaining amount of Series E Preferred Stock will be sold to one of the Series E investors in two future closings upon the satisfaction of certain conditions. In addition, an option to purchase 3,262,411 shares of Series E Preferred Stock was issued to the lead Series E investor and such investor has the right to receive warrants to purchase up to an aggregate of 4,347,826 additional shares of Series E Preferred Stock. In addition, warrants to purchase shares of the company's equity securities issued in connection with certain bridge notes that were converted into Series E Preferred Stock became exercisable for an aggregate of 476,341 shares of Series E Preferred Stock.

Answer also in Appendix, Column 3, if filing under ULOE.

- |   | Number<br>Investors | Aggregate<br>Dollar Amount<br>of Purchases |
|---|---------------------|--|
| Accredited Investors .....                    | <u>12</u>           | <u>\$ 7,925,243.83</u>                     |
| Non-accredited Investors .....                | <u>          </u>   | <u>\$                   </u>               |
| Total (for filings under Rule 504 only) ..... |                     | <u>\$                   </u>               |

Answer also in Appendix, Column 4, if filing under ULOE.

- | Type of Offering   | Type of Security | Dollar Amount Sold |
|--------------------|------------------|--------------------|
| Rule 505 .....     | _____            | \$ _____           |
| Regulation A ..... | _____            | \$ _____           |
| Rule 504 .....     | _____            | \$ _____           |
| Total .....        |                  | \$ _____           |

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### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer" ..... **\$7,845,243.832**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

		Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Purchase of real estate .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Repayment of indebtedness .....	<input type="checkbox"/>	\$ <u>2,725,249.98</u>	<input type="checkbox"/>	\$ .....
Working capital .....	<input type="checkbox"/>	\$ .....	<input checked="" type="checkbox"/>	\$ <u>5,119,993.85</u>
Other (specify): .....		\$ .....		\$ .....
Column Totals .....	<input type="checkbox"/>	\$ <u>2,725,249.98</u>	<input checked="" type="checkbox"/>	\$ <u>5,119,993.85</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>7,845,243.83</u>		

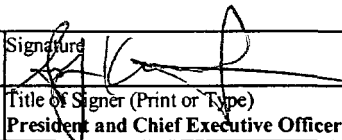
\*Conversion of outstanding notes as described in Question 1 of Part C above.

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  
**NextNet Wireless, Inc.**

Signature



Date

27. 02. 03

Name of Signer (Print or Type)  
**Guy J. Kelnhofer III**

Title of Signer (Print or Type)  
**President and Chief Executive Officer**

### ATTENTION

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

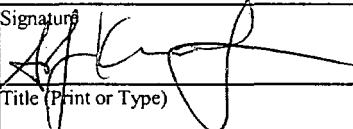
### E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? ..... Yes No  
[ ] [X]

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
NextNet Wireless, Inc.		27.02.03
Name of Signer (Print or Type)	Title (Print or Type)	
Guy J. Kelnhofer III	President and Chief Executive Officer	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
			Series E Preferred Stock	Number of Accredited Investors		Number of Non-Accredited Investors			
State	Yes	No			Amount		Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$3,325,244.32	11	\$3,325,244.32	0	0		X
CO									
CT									
DE									
DC		X	\$8,674,769.79	1	\$4,599,999.51	0	0		X
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									



**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Series E Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

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